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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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1250 NORTH SD, LLC, SAN DIEGO HOTEL CIRCLE  
OWNER, LLC, 1250 NORTH SD MEZZ LLC, SAN  
DIEGO HOTEL CIRCLE MEZZANINE, LLC,

Case No.: 1:19-cv-10957-GHW


Plaintiffs,

v.

LADDER CAPITAL FINANCE LLC,

Defendant.  
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**ORDER TO SHOW CAUSE  
FOR A TEMPORARY  
RESTRAINING ORDER  
AND PRELIMINARY  
INJUNCTIVE RELIEF**

 **PLEASE TAKE NOTICE** that, upon the Declaration of Philip Nahas, dated December 5, 2019, the Declaration of Arash Beral, dated December 5, 2019, and the exhibits annexed thereto, the Memorandum of Law in Support of the Motion for Temporary Restraining Order and Preliminary Injunction, and all of the papers and proceedings heretofore had herein, it is hereby

**ORDERED** that Defendant Ladder Capital Finance LLC (“Ladder”) or their counsel show cause before this Court in Courtroom 12C in the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, NY 10007, on December 13, 2019, at 3:30 p.m., or as soon thereafter as counsel may be heard, why an Order should not be made and entered pursuant to Fed. R. Civ. P. 65 temporarily restraining Ladder, until a full hearing can be held on Plaintiffs’ request for preliminary injunctive relief, from:

- a. selling or otherwise auctioning for sale, on **December 17, 2019**, the membership interests, or any portion thereof, in each of 1250 North SD, LLC (“1250 NSD”) and San Diego Hotel Circle Owner, LLC (“SDHC”), which are the owners as tenants in common of the Hilton Doubletree Hotel located at 1515 Hotel Circle South, San Diego, California (the “San Diego Hotel”);

- b. advertising, marketing, procuring, and/or effectuating the private sale of the membership interests, or any portion thereof, in each of 1250 NSD and SDHC, who are the owners of the San Diego Hotel;
  - c. transferring, selling, conveying, or assigning the Mezzanine Loan, dated March 2015, between Ladder, on the one hand, and 1250 North SD Mezz LLC (“1250 NSD Mezz”) and San Diego Hotel Circle Mezzanine, LLC (“SDHC Mezz”), on the other hand (the “Mezz Loan”), or any portion thereof, to any third party;
  - d. refusing to release any funds being held by Ladder as reserves for property tax, property insurance, seasonal periods, and/or operational expenses, upon written request by San Diego Hotel Circle Holdings, LLC (“SDHCH”) (the sole owner of SDHC Mezz) to release such funds for the purpose designated in the Senior Loan Agreement dated March 27, 2015 between Ladder, on the one hand, and 1250 NSD and SDHC, on the other (the “Senior Loan Agreement”);
  - e. requiring Plaintiffs to deposit additional funds in Ladder’s escrow accounts for any reason besides property tax, property insurance, and/or seasonal periods;
  - f. interfering with San Diego Hotel Investments LLC (“SDHI”), the majority owner of SDHCH, entering a contract on behalf of SDHCH with any third party hotel management companies (the “Replacement Property Manager”);
  - g. refusing to permit the Replacement Property Manager access to any documents, books, records, computer, computer systems, passwords, accounts, emails, email addresses, and the like, necessary to manage and operate the San Diego Hotel;
- and;

h. refusing to otherwise cooperate with the Replacement Property Manager; and it is further


**ORDERED** that, service of the Order to Show Cause, together with the copies of the papers in support thereof, on Ladder must be made by email to its counsel, Bradley R. Gardner, Polsinelli P.C., 900 W. 48<sup>th</sup> Place, Suite 900, Kansas City, MO 64112, BGardner@Polsinelli.com, no later than December 6, 2019; and it is further

**ORDERED**, that answering papers, if any, be filed with this Court and served by email, upon Plaintiffs' counsel, Stephen Wagner, Cohen Tauber Spievack & Wagner P.C., 420 Lexington Avenue, Suite 2400, New York, NY 10170, swagner@ctswlaw.com, on or before December 10, 2019; and it is further

**ORDERED**, that reply papers, if any, be filed with this Court and served by email upon Ladder's counsel in the manner set forth above no later than December 11, 2019; and it is further

**ORDERED** that, a hearing on Plaintiffs' motion for a preliminary injunction will be held on December 13, 2019 at 3:30 o'clock.

Dated: December 6, 2019

  
HON. GREGORY H. WOODS  
UNITED STATES DISTRICT COURT JUDGE